

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

Domestic Section 214 Application
Filed for the Transfer of Control of American
Fiber Network, Inc. From MobilePro Corp. To
07-236
Corp. To United Systems Access, Inc.

WC Docket No.

COMMENTS

SkyRocket Communications Services Inc. (“SkyRocket CSI”), a Delaware Corporation, requests the Commission remove this Application from streamlined processing and conduct a further investigation as to whether this proposed transfer is in the public interest. Based on facts, attained from public records, SkyRocket CSI is concerned that without further investigation the underlying transaction may result in an unlawful transfer of a number of customers, service operations and/or other assets from MobilePro Corp. to United Systems Access, Inc.

This Application involves Mobilepro Corp. (“Mobilepro”) and United Systems Access, Inc. (“USAI”) and the transfer of control of America Fiber Network (“AFN”) to USAI. Within the Application, the section titled **“Description of the Applicants”**, page 3, Affinity Telecom, Inc. (“Affinity”) is also mentioned as a separate entity/organization providing interexchange telecommunications services in Michigan and Ohio. SkyRocket CSI’s public review of the history of Mobilepro’s Affinity acquisition reveals that Mobilepro closed this transaction in August 2004. However, SkyRocket CSI could find no public record for either the filing of and/or the Commission’s approval for a transfer of control to transfer Affinity to Mobilepro. In addition, on Mobilepro’s “Pre-Merger” organization structure within its Application it also displays US1 Telecommunications, Inc. (“US1”) as a separate entity/organization. SkyRocket CSI’s review of the history of Mobilepro’s US1 acquisition reveals that Mobilepro closed this transaction in June 2004. However, once again, SkyRocket CSI could find no public record for either the filing of and/or the approval for a transfer of control to transfer

US1 to Mobilepro. These findings call into question the legal ownership of the customers, service operations and/or other assets of Affinity and US1 requiring further investigation since, and as discussed below, Mobilepro had previously reported that US1 has since been integrated into the operations

of AFN. In addition, as discussed below, Mobilepro announced via a press release on September 27, 2005 that AFN, “acquired substantially all of the assets of AllCom USA, a subsidiary of UC Hub Group Inc. and took over AllCom USA's phone service and customer support”. Again, SkyRocket CSI could find no public record for either the filing of and/or the approval for a transfer of control to transfer AllCom USA to AFN. In addition, Mobilepro did not identify, to the Commission, AllCom USA's status in the Application as it relates to AFN and the transfer of control to USAI. This further places into question the legal ownership of the customers, service operations and/or other assets of AFN and requires further investigation.

SkyRocket CSI, using public records, has verified that Mobilepro filed with the SEC and for the public to review on June 29, 2007 its “Form 10-K Annual Report” under section 13or 15 9(d) of the Securities Exchange Act of 1934 (Commission File Number 000-51010). In this Report, Mobilepro discloses that the operations of US1 have been integrated into the operations of AFN. Specifically Mobilepro states on page 8 under the heading “**Overview**”, “our entrance into this business began with two acquisitions consummated in the summer of 2004. In June 2004, we acquired US1 Telecommunications, Inc. (“US1”), a long distance provider located in Kansas. In July 2004, we completed our acquisition of Affinity, a Michigan-based CLEC, and long distance carrier. The operations of US1 and Affinity have been integrated into the operations of AFN and CloseCall, respectively”. This statement proves troublesome since, if in fact, the Commission never approved the transfer of US1 to Mobilepro, and US1 has subsequently been integrated into AFN, then AFN would contain customers, service operations and/or other assets that may have been illegally acquired.

Even more compelling is that in the Application, Mobilepro displays only the Mobilepro “Pre-Merger” organization structure showing, contrary to its “Form 10-K Annual Report” as noted above, US1 as a separate entity/organization from AFN, although Applicants do show both “Pre-Merger” and “Post-Merger” organization structures for USAI. This presents a serious question and leaves the Commission with the false assumption that US1 has not been integrated into AFN and is not part of the transfer to USAI, and instead US1 will remain with Mobilepro in its “Post-Merger”

organization. However, Mobilepro does not disclose its “Post-Merger” organization and, as noted above, Mobilepro has already publicly announced and disclosed to the SEC that the operations of US1 had been integrated into AFN. In addition, AllCom is not identified in the “Pre-Merger” organization structure at all. The dilemma here is that had the Application disclosed to the Commission the fact that US1 and AllCom had already been integrated into AFN and part of the transfer to USAI, it could have created a red flag to the Commission in connection with the Commission’s initial review of the Application being accepted for streamlined processing in the first place. These disclosures could have placed the Application at risk of being considered for streamlined processing, upon the

Commission’s initial review of the customers, services operations, and/or other assets of US1 and AllCom, since the Mobilepro would have had to account for US1 and AllCom in its “Post-Merger” organization. It appears that the only other explanation is that somehow the customers, service operations and/or other assets of US1 and AllCom could be untangled from AFN in some way or fashion, and therefore not a part of the transfer to USAI. Notwithstanding all the other issues with the Application, this argument alone would require further investigation by the Commission and eliminate the Application from streamlined processing.

A cursory review, from the available public information, by SkyRocket CSI of some (but not all) of Mobilepro’s many merger and acquisitions reveals potential major issues with Mobilepro apparently moving forward and closing transactions prior to the filing of and/or the approval for the legal transfer and control from the Commission. Examples include the closing on June 30, 2004 of US1 a Kansas City, Missouri-based provider of long distance telephone service with customers in 40 states. SkyRocket CSI could find no public record for the transfer of control approval(s) prior to Mobilepro moving forward and closing the transaction. A press release from Mobilepro on September 27, 2005 announcing that their subsidiary AFN (“American Fiber Network”), “acquired substantially all of the assets of AllCom USA, a subsidiary of UC Hub Group Inc. and took over AllCom USA’s phone service and customer support”. SkyRocket CSI, once again, could find no public record for the transfer of control approval(s) prior to AFN moving forward and closing the transaction. A SEC filing on January 8, 2007 where Mobilepro announced that its wholly-owned subsidiary (“CloseCall”), “entered into an Asset Purchase Agreement with TeleCommunication Systems, Inc.

("TCS") which was effective on January 1, 2007, pursuant to which CloseCall acquired all of the customer and vendor contracts associated with TCS's wireless phone and data service business operating under TCS's "mobeo" brand. CloseCall also acquired certain accounts receivable and inventory and assumed certain accounts payable". SkyRocket CSI, once again, could find no public record for the transfer of control approval(s) prior to CloseCall moving forward and closing the transaction. A June 30, 2005 press release from Mobilepro announcing the closing of their AFN transaction which date was prior to any filing date SkyRocket CSI could locate with the Commission for the transfer of control of AFN to Mobilepro.

SkyRocket CSI believes, based on all of these facts, it would be in the public interest for the Commission to allow for a more thorough and detailed investigation of each of Mobilepro's mergers and acquisitions prior to the Commission moving forward with this Application. To the extent the Commission finds that unlawful acquisitions have taken place, to ensure competitive parity and public benefit, the Commission should also require an accounting audit of each such acquisition to ensure that all taxes, regulatory fees, universal service obligations and proper licensing were/are up to date and in place prior to and post closing.

Under the Commission's rules, the Commission can remove an application from streamlined processing in appropriate circumstances, such as where the commenter's "raise public interest concerns that require further Commission review" 47 C.F.R. § 63.03(c) (iv) and where the Commission "determines that the application requires further analysis to determine whether a proposed transfer of control would serve the public interest." 47 C.F.R. § 63.03 (c)(v). The Commission should take the needed time to investigate whether it is in the public interest to permit Mobilepro to transfer AFN's customers, service operations, and/or other assets to USAI.

CONCLUSION

For these reasons, SkyRocket CSI requests that the Commission remove this application from streamlined processing and conduct further investigation as to whether this transaction is in the public interest.

Respectfully submitted,

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